

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	: <u>Chapter 7</u>
	:
HELIOS AND MATHESON ANALYTICS	: Case Nos. 20-10242-smb
INC., <i>et al.</i> , ¹	:
	: (Jointly Administered)
	:
Debtors.	:
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**ORDER (A) APPROVING SALE PROCEDURES TO BE UTILIZED BY TRUSTEE'S
FINANCIAL ADVISOR; (B) SETTING DATE FOR SALE(S) APPROVAL HEARING;
(C) APPROVING THE FORM AND MANNER OF NOTICE; AND
(D) GRANTING OTHER RELATED RELIEF**

Upon the Motion (the “*Motion*”)² dated February 10, 2020 of Alan Nisselson (“*Trustee*”), trustee for the chapter 7 estates (“*Estates*”) of Helios and Matheson Analytics, Inc., a/k/a MovieFone, Case No. 20-10242-smb, Zone Technologies, Inc., a/k/a Red Zone, a/k/a Zone Intelligence, Case No. 20-10243-smb, and MoviePass, Inc., Case No. 20-10244-smb (collectively, “*Debtors*”), by his attorneys, Windels Marx Lane & Mittendorf, LLP (“*Windels Marx*”), for entry of an order (this “*Sale Procedures Order*”) (a) approving sale procedures to be utilized by the Trustee’s financial advisors to sell certain of the Debtors’ assets; (b) setting a date for a sale(s) approval hearing; (c) approving the form and manner of notice; and (d) granting other related relief;

And the Court having entered an Order Scheduling Hearing on February 11, 2020 (Doc. 19), which scheduled a hearing on the Motion for February 25, 2020;

¹ The Debtors in the jointly administered Chapter 7 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: Helios and Matheson Analytics, Inc., a/k/a MovieFone (9913), Zone Technologies, Inc., a/k/a Red Zone, a/k/a Zone Intelligence, (5124), and MoviePass, Inc. (9893).

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

And the Trustee having caused service of the Motion and/or notice thereof to be filed with the Court and served upon all parties listed in the Affidavit of Service on file with the Court, which notice constitutes due and sufficient notice of the Motion and the Sales Procedures Hearing (defined below) under the circumstances of this case;

And the Court having held a hearing on February 25, 2020 to consider the Motion and supporting papers, including the Declaration of Alan Nisselson, and any filed responses or objections to the relief sought in the Motion (the “*Sale Procedures Hearing*”); and the Trustee and Windels Marx, Leslie S. Barr, Esq., of counsel, having appeared at the Sale Procedures Hearing in support of the Motion;

And upon all of the proceedings had before the Court, and the Court having determined on the record of the Sale Procedures Hearing that the relief sought in the Motion should be granted as set forth below; and good and sufficient cause appearing therefore, and after due deliberation;

IT IS HEREBY ORDERED THAT:

1. The Sale Procedures attached to this Order as **Exhibit “A”** are hereby APPROVED, and the Trustee is authorized to take or cause to be taken all actions necessary or appropriate to implement the Sale Procedures as set forth in the Motion.

2. The Notice of Auction Sales, attached to this Order as **Exhibit “B”**, shall be served by regular mail upon all creditors of records and parties in interest and by email for those creditors for whom the Trustee has only email addresses as set forth in the Motion no later than Thursday, February 27, 2020.

3. On **March 19, 2020 at 10:00 a.m., prevailing Eastern time**, the Court will hold a hearing (the “*Sale Approval Hearing*”), in Courtroom 723 at the United States Bankruptcy

Court for the Southern District of New York, One Bowling Green, New York, New York 10004, to consider entry of an order pursuant to 11 U.S.C. § 363 approving the Trustee's selection of the highest or best bids made at the Auction sales of the Debtors' assets conducted by the Trustee's financial advisor.

4. Objections, if any, to the approval of the Auction sales must be in writing, stating in detail the reasons therefor, and filed on the docket of this case utilizing the Bankruptcy Court's Electronic Case Filing system (for which a PACER password is required), with copies delivered to Bankruptcy Judge Bernstein's Chambers, and served upon: (i) Windels Marx Lane & Mittendorf, LLP, counsel for the Trustee, 156 West 56th Street, New York, New York 10019, Attn: Alan Nisselson, Esq. and Leslie S. Barr, Esq.; and (ii) Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Greg Zipes, Esq., so that they are **filed and actually received by all of them not later than 4:00 p.m. on March 18, 2020, prevailing Eastern time.**

5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Sale Procedures Order.

Dated: New York, New York
February 26th, 2020

/s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE